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RECORDATION NO. 18344
FILED 1425

ALVORD AND ALVORD
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WASHINGTON, D.C.

JUL 27 1993 12:30 PM

INTERSTATE COMMERCE COMMISSION

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

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OF COUNSEL
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INTERSTATE COMMERCE COMMISSION

July 27, 1993

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

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JUL 27 1993 12:30 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed and acknowledged copies of a Trust Indenture and Security Agreement (GATC Trust No. 93-1A) dated as of July 21, 1993, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, together with two duly executed and acknowledged copies of the following secondary documents relating thereto: namely, an Equipment Lease Agreement, dated as of July 21, 1993, a Trust Indenture Supplement No. 1 dated July 29, 1993, and a Lease Supplement No. 1 dated as of July 29, 1993.

The names and addresses of the parties to the enclosed documents are:

**Trust Indenture and Security Agreement
(GATC Trust No. 93-1A)**

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: The First National Bank of Chicago
One First National Plaza, Suite 0126
Chicago, Illinois 60670

JUL 27 12 22 PM '93
NOT RECORDED

[Handwritten signatures and initials on the left margin]

Mr. Sidney L. Strickland, Jr.
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Equipment Lease Agreement
(GATC Trust No. 93-1A)

Lessor: Wilmington Trust Company
 Rodney Square North
 1100 North Market Street
 Wilmington, Delaware 19890

Lessee: General American Transportation Corporation
 120 South Riverside Plaza
 Chicago, Illinois 60606

Trust Indenture Supplement No. 1
(GATC Trust No. 93-1A)

Owner Trustee: Wilmington Trust Company
 Rodney Square North
 1100 North Market Street
 Wilmington, Delaware 19890

Indenture Trustee: The First National Bank of Chicago
 One First National Plaza, Suite 0126
 Chicago, Illinois 60670

Lease Supplement No. 1
(GATC Trust No. 93-1A)

Lessor: Wilmington Trust Company
 Rodney Square North
 1100 North Market Street
 Wilmington, Delaware 19890

Lessee: General American Transportation Corporation
 120 South Riverside Plaza
 Chicago, Illinois 60606

Mr. Sidney L. Strickland, Jr.
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A description of the railroad equipment covered by the enclosed document is attached hereto as Schedule 1.

Also enclosed is a check in the amount of \$64.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to Robert W. Alvord, Esq., Alvord and Alvord, 918 Sixteenth Street, NW, Washington, DC 20006.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

LEASE SUPPLEMENT NO. 1 JUL 27 1993 12-30 PM
(GATC Trust No. 93-1A)

INTERSTATE COMMERCE COMMISSION

This Lease Supplement No. 1, dated as of July 29, 1993, between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("*Lessor*"), and General American Transportation Corporation, a New York corporation ("*Lessee*");

Witnesseth:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust No. 93-1A) dated as of July 21, 1993 (the "*Lease*"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Equipment to be leased to the Lessee under the Lease.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.

2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.

3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.

4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York; *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Wilmington Trust Company,
not in its individual capacity but solely as Owner Trustee

By: DGM
Name: Donald G. MacKelcan
Title: Financial Services Officer

General American Transportation Corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Wilmington Trust Company,
not in its individual capacity but solely as Owner Trustee

By: _____
Name:
Title:

General American Transportation Corporation

By: E. Paul Dunn, Jr.
Name: E. Paul Dunn, Jr.
Title: Treasurer

State of Delaware)
County of New Castle) SS

On this 21st day of July, 1993, before me personally appeared Donald G. Mackelcan, to me personally known, who being by me duly sworn, say that he is ~~Financial Services Officer~~ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Sharon M. Brendle

[Notarial Seal]

SHARON M. BRENDLE
NOTARY PUBLIC

My commission expires: MY COMMISSION EXPIRES AUGUST 10, 1993

State of _____)
County of _____) SS

On this _____ day of _____, 199__, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he is _____ of General American Transportation Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of _____)
County of _____) SS

On this _____ day of _____, 199__, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he is _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

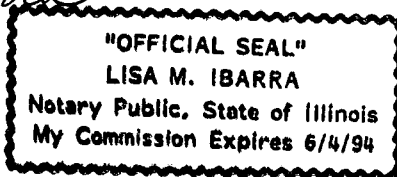
State of Illinois)
County of Cook) SS

On this 21st day of July, 1993, before me personally appeared E. Paul Dunn, Jr., to me personally known, who being by me duly sworn, say that he is Treasurer of General American Transportation Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lisa M. Ibarra
Notary Public

[Notarial Seal]

My commission expires:



6/4/94

General American Transportation Corporation – Lease 93– 1A
Equipment List – Car Markings

<u>Functional Group</u>	<u>Description</u>	<u>DOT Class</u>	<u># of Cars</u>	<u>Car Markings</u>
A	4900 Cu Ft Airslide	Covered Hopper	211	GACX 056986–057153, 057158–057160, 057164–057165, 057173–057210
B	5125 Cu Ft Power Flo	Covered Hopper	195	GACX 010230–010242, GPFX 010243–010414, KCS 006001–006010
C	5700 Cu Ft Plastic Pellet	Covered Hopper	100	GACX 074319–074368, GPLX 074369–074418
D	Misc Large Steel	111–A–100–W–1	17	GATX 054155–054170, 028710
E	13,000 Gallon NC/NI	111–A–100–W–2	127	GATX 006715–006744, 006761–006806, 006809, 007509–007558
F	20,000 Gallon NC/NI	111–A–100–W–5	50	GATX 061176–061191, 061193–061223, 061227–061228, 061225
G	16,000 Gallon OSC/I	111–A–100–W–1	16	GATX 065175–065190
H	20,000 Gallon OSC/I	111–A–100–W–1	57	GATX 027247–027248, 027251–027253, 027255–027258, 027260–027262, GATX 037276–037300, 037945–037961, 037970–037972
O	33,500 Gallon NC/NI	112–J–340–W	302	GATX 009085–009333, 009335–009385, 009401–009402
			<u>1,075</u>	

SCHEDULE 1